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3Power Energy Group Inc.

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2017

or

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____to_____.

3Power Energy Group, Inc.

(Exact name of registrant as specified in its charter)

Nevada	**333-103647**	**98-0393197**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employee Identification No.)

PO Box 50006
Sh. Rashid Building
Sh. Zayed Road
Dubai, United Arab Emirates
(Address of principal executive office, Zip Code)

011 97 14 3210312
(Registrant's telephone number, including area code)

Not Applicable.
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ¨ No x

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer	¨	Smaller reporting company	x
Emerging growth company	¨		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer's classes of common equity: As of August 21, 2017, 274,295,110 shares of Common Stock, par value $0.0001 per share are issued and outstanding.

3POWER ENERGY GROUP, INC.

QUARTERLY REPORT ON FORM 10-Q
June 30, 2016

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The following cautionary statements identify important factors that could cause our actual results to differ materially from those projected in forward-looking statements made in this Quarterly Report on Form 10-Q (this "Report") and in other reports and documents published by us from time to time. Any statements about our beliefs, plans, objectives, expectations, assumptions, future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as "believes," "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "intend," "plan," "projection," "outlook" and the like, constitute "forward-looking statements" . Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Given these uncertainties, readers are cautioned to carefully read all "Risk Factors" set forth under Item 1A under the Company's Annual Report on Form 10-K and not to place undue reliance on any forward-looking statements. We disclaim any obligation to update any such factors or to announce publicly the results of any revisions of the forward-looking statements contained or incorporated by reference herein to reflect future events or developments, except as required by the Exchange Act. New factors emerge from time to time, and it is not possible for us to predict which will arise or to assess with any precision the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Unless otherwise provided in this Report, references to the "Company," the "Registrant," the "Issuer," "we," "us," and "our" refer to 3Power Energy Group Inc. and its subsidiaries.

PART I: FINANCIAL INFORMATION

Item 1. Financial Statements

3POWER ENERGY GROUP, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2017	March 31, 2017
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 4,581	$ 19,495
Prepaid and other current assets	11,104	10,735
Total current assets	15,685	30,230
Property and equipment, net	35,166	32,936
Total assets	$ 50,851	$ 63,166
LIABILITIES AND DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	$ 4,949,039	$ 4,860,927
Accrued interest	1,011,843	958,870
Notes payable	536,867	502,035
Due to related parties	767,177	605,989
Total current liabilities	7,264,926	6,927,821
Commitments and contingencies	-	-
Deficit		
Common stock,$0.0001 par value, 300,000,000 shares authorized, 274,295,110 shares issued and outstanding as of June 30, 2017 and March 31, 2017	27,430	27,430
Additional paid in capital	12,440,089	12,440,089
Other comprehensive income	223,764	337,686
Accumulated deficit	(19,561,236)	(19,337,016)
Total deficit attributable to 3Power Energy Group, Inc.	(6,869,953)	(6,531,811)
Non-controlling interest	(344,122)	(332,844)
Total deficit	(7,214,075)	(6,864,655)
Total liabilities and deficit	$ 50,851	$ 63,166

See the accompanying notes to these unaudited condensed consolidated financial statements

3POWER ENERGY GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(unaudited)

	Three months ended June 30,	
	2017	**2016**
Operating expenses:		
Selling, general and administrative	$ 146,696	$ 149,642
Depreciation	864	987
Total operating expenses	147,560	150,629
Loss from operations	(147,560)	(150,629)
Other income (expense):		
Interest expense	(53,106)	(45,792)
Foreign currency transaction (loss) gain	(34,832)	11,821
Net loss before income taxes	(235,498)	(184,600)
Provision for income taxes	-	-
Net loss	(235,498)	(184,600)
Net loss attributable to Non-controlling interest	11,278	13,101
NET LOSS ATTRIBUTABLE TO 3POWER ENERGY GROUP, INC.	$ (224,220)	$ (171,499)
Loss per common share (basic and diluted):	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding (basic and diluted)	274,295,110	249,949,923
Comprehensive loss:		
Net loss	$ (235,498)	$ (184,600)
Foreign currency translation (loss) income	(113,922)	119,817
Comprehensive loss:	(349,420)	(64,783)
Comprehensive loss attributable to non-controlling interest	11,278	13,101
Comprehensive loss attributable to 3Power Energy Group, Inc.	$ (338,142)	$ (51,682)

See the accompanying notes to these unaudited condensed consolidated financial statements

3POWER ENERGY GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Three months ended June 30,	
	2017	**2016**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (235,498)	$ (184,600)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation	864	987
Foreign currency transaction loss (gain)	34,832	(11,821)
Changes in operating assets and liabilities:		
Advances from related party	106,783	114,246
Prepaid and other current assets	-	15
Accounts payable and accrued expenses	24,262	40,162
Accrued interest	52,973	45,287
Net cash (used in) provided by operating activities:	(15,784)	4,276
Effective of currency rate change on cash	870	-
Net (decrease) increase in cash and cash equivalents	(14,914)	4,276
Cash and cash equivalents-beginning of period	19,495	9,097
Cash and cash equivalents-end of period	$ 4,581	$ 13,373
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Non cash investing and financing activities:	$ -	$ -

See the accompanying notes to these unaudited condensed consolidated financial statements

NOTE 1 – ORGANIZATION AND BUSINESS

3Power Energy Group, Inc. (the "Company") was incorporated in the State of Nevada on December 18, 2002 under the name ATM Financial Corp. On April 1, 2008, the Company changed its name from ATM Financial Corp. to Prime Sun Power Inc. On March 30, 2011, the Company changed its name from Prime Sun Power Inc. to 3Power Energy Group, Inc. and increased its authorized share capital to 300,000,000 shares. The Company plans to pursue a business model producing renewable generated electrical power and other alternative energies.

The Company's primary efforts is to sell electricity generated by solar, wind, hydro, biomass and other renewable energy resources and to develop, build and operate power plants based on these technologies. The core approach of the Company's business is to deliver energy in markets where there is an inherent energy gap between supply and demand or where there exists long term, stable, government back by financial support for development of renewable energy.

On May 13, 2011, pursuant to a Stock Purchase Agreement (the "Stock Purchase Agreement"), the Company consummated a reverse merger ("Merger") with Seawind Energy Limited ("Seawind Energy"), Seawind Services Limited ("Seawind Services", and together with Seawind Energy, the "Seawind") and the shareholders of Seawind Energy (the "Seawind Group Shareholders" and together with the Company, and the Seawind Companies, the "Parties"). The Seawind Companies were formed under the laws of the United Kingdom.

In connection with the Merger, the Company issued 40,000,000 restricted shares of the Company's common stock to the Seawind Group Shareholders (such acquisition is referred to herein as the "Seawind Acquisition").

Upon completion of the Stock Purchase Agreement, Seawind became 3Power Group, Inc.'s wholly-owned subsidiary. For accounting purposes, the acquisition has been treated as a recapitalization of Seawind with Seawind as the acquirer (reverse acquisition). The historical financial statements prior to May 13, 2011 are those of Seawind Energy. The Merger was accounted for as a "reverse merger", since the stockholders of Seawind owned a majority of the Company's common stock immediately following the transaction and their management has assumed operational, management and governance control.

The transaction was accounted for as a recapitalization of Seawind pursuant to which Seawind was treated as the surviving and continuing entity. The Company did not recognize goodwill or any intangible assets in connection with this transaction. Accordingly, the Company's historical financial statements are those of Seawind immediately following the consummation of the reverse merger. The accompanying consolidated financial statements give retroactive effect to the recapitalization.

In anticipation of the closing of the Stock Purchase Agreement, the Company changed its name to 3Power Energy Group Inc. and increased its authorized share capital to 300,000,000 shares.

On July 4, 2011, the Seawind Energy Limited and Seawind Service Limited changed their name to 3Power Energy Limited and 3Power Project Service Limited, respectively.

Acquisition of Shala Energy sh .p .k:

On June 5, 2012, the Company and Shala Energy sh.p.k ("Shala") executed a master acquisition agreement (the "Acquisition Agreement") where Shala agreed to transfer and the Company agreed to acquire 75% of the equity of Shala. Under the Acquisition Agreement (the "Acquisition"), the closing of the acquisition is subject to the Company's completion and satisfaction of the due diligence on Shala and Shala's partners with respect to their shares in Shala and upon the Company's payment of the first year premium for the insurance bond premium issued in favor of the Ministry of Economy, Trade and Energy of Republic of Albania in replacement of the then existing bank guarantee issued in favor of Ministry of Economy, Trade and Energy of Republic of Albania for the Shala River Concession Agreement, in the amount of 7,230,315 Euro (the "Required Insurance Bond Premium"). Shala is a firm specializing in developing hydro-electric projects, owning and operating sustainable energy projects in the hydro, wind and solar power sectors in Albania.

On August 10, 2012, after the conclusion of the due diligence efforts, the Company made the first year payment of required Insurance Bond Premium in the amount of 164,851 Euro ($211,972), and as such the Acquisition closed. The acquisition resulted in the Company acquiring 75% of the interest in a hydro-electrical project of a total installed power of 127.6 MW of Shala River in Albania. The Shala River project finalization is in process with the Ministry of Albania.

In connection the acquisition of Shala, the Company is obligated for an aggregate of 4% of the total project costs as facilitator fees in either cash or the Company's common stock to Capital Trust Holding AG, as advisor for the Shala acquisition transaction. During the year ended March 31, 2013, the Company accrued $600,000 due to the facilitator fees for feasibility studies in process and recorded as expenses. In December 2013, the Company issued to Capital Trust Holding AG and its affiliates, 15,000,000 shares of its common stock, valued at $0.04 per share in settlement of the facilitator fees for feasibility studies.

During the year ended March 31, 2016, Shala began operations, acquiring assets and incurring costs. As such, its activity is including in the consolidated balance sheet and statement of operations for the current period.

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements

The following (a) condensed consolidated balance sheet as of March 31, 2017, which has been derived from audited consolidated financial statements, and (b) the unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended June 30, 2017 are not necessarily indicative of results that may be expected for the year ending March 31, 2018. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended March 31, 2017 included in the Company’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission (“SEC”) on July 14, 2017.

Basis of presentation:

The unaudited condensed consolidated financial statements include the accounts of the Company and it’s wholly and majority owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Use of estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Comprehensive Income (Loss)

The Company applies Accounting Standards Codification subtopic 220-10, Comprehensive Income (“ASC 220-10”). ASC 220-10 establishes standards for the reporting and displaying of comprehensive income and its components. Comprehensive income is defined as the change in equity of a business during a period from transactions and other events and circumstances from non-owners sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners.

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Company considers all highly liquid debt instruments purchased with a maturity date of three months or less to be cash equivalents.

Functional currency

The accompanying unaudited condensed consolidated financial statements are presented in U.S. dollars ("USD"). The Company's functional currencies are British pounds ("GBP") and Albania Lek ("LEK"). The consolidated financial statements are translated into USD in accordance with Codification ASC 830, *Foreign Currency Matters*. All assets and liabilities were translated at the current exchange rate, at respective balance sheet dates, shareholders' equity is translated at the historical rates and income statement items are translated at an average exchange rate for the reporting periods. The resulting translation adjustments are reported as other comprehensive income and accumulated other comprehensive income in the shareholders' equity in accordance with Codification ASC 220,

Transaction gains and losses that arise from exchange rate fluctuations from transactions denominated in a currency other than the functional currency are translated into GBP or LEK, as applicable at the rate on the date of the transaction and included in the results of operations as incurred.

The exchange rates used to translate amounts in GBP and LEK into USD for the purposes of preparing the consolidated financial statements were as follows:

Balance sheet:

	June 30, 2017	March 31, 2017
Period-end GBP: USD exchange rate	$ 1.30017	$ 1.24866
Period-end LEK: USD exchange rate	$ 0.008527	$ 0.00779

Income statement:

	June 30, 2017	June 30, 2016
Average Quarterly GBP: USD exchange rate	$ N/A	$ 1.331
Average Quarterly LEK: USD exchange rate	$ 0.008095	$ 0.008

Per share data

The Company accounts for net loss per share in accordance with Accounting Standards Codification subtopic 260-10, Earnings Per Share ("ASC 260-10"), which requires presentation of basic and diluted earnings per share ("EPS") on the face of the statement of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS.

Basic net loss per common share is calculated by dividing net loss, by the weighted average number of outstanding shares of common stock, adjusted to give effect to the exchange ratio in the Share Exchange in May 2011 (see Note 1), which was accounted for as recapitalization of the Company. Diluted loss per share is calculated by dividing the net loss attributable to Common shareholders by the sum of the weighted average number of Common shares outstanding plus potential dilutive common shares outstanding during the period. The Company had no common stock equivalents as of June 30, 2017 and 2016.

Income taxes

Income tax provisions or benefits for interim periods are computed based on the Company's estimated annual effective tax rate. Based on the Company's historical losses and its expectation of continuation of losses for the foreseeable future, the Company has determined that it is not more likely than not that deferred tax assets will be realized and, accordingly, has provided a full valuation allowance. As the Company anticipates or anticipated that its net deferred tax assets at June 30, 2017 and March 31, 2017 would be fully offset by a valuation allowance, there is no federal or state income tax benefit for the three months ended June 30, 2017 and 2016 related to losses incurred during such periods.

The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. As of June 30, 2017 and March 31, 2017, the Company has not recorded any unrecognized tax benefits.

Segment Information

Accounting Standards Codification subtopic Segment Reporting 280-10 ("ASC 280-10") establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. ASC 280-10 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions how to allocate resources and assess performance. The information disclosed herein materially represents all of the financial information related to the Company's principal operating segment.

Accounting for Stock-Based Compensation

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees and directors, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is generally re-measured on vesting dates and interim financial reporting dates until the service period is complete. The fair value amount is then recognized over the period during which services are required to be provided in exchange for the award, usually the vesting period. Stock-based compensation expense is recorded by the Company in the same expense classifications in the statement of operations, as if such amounts were paid in cash.

Recent Accounting Pronouncements

In July 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-11, Earnings Per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480), Derivatives and Hedging (Topic 815). The amendments in Part I of this Update change the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features. When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock. The amendments also clarify existing disclosure requirements for equity-classified instruments. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value as a result of the existence of a down round feature. For freestanding equity classified financial instruments, the amendments require entities that present earnings per share (EPS) in accordance with Topic 260 to recognize the effect of the down round feature when it is triggered. That effect is treated as a dividend and as a reduction of income available to common shareholders in basic EPS.

Convertible instruments with embedded conversion options that have down round features are now subject to the specialized guidance for contingent beneficial conversion features (in Subtopic 470-20, Debt—Debt with Conversion and Other Options), including related EPS guidance (in Topic 260). The amendments in Part II of this Update recharacterize the indefinite deferral of certain provisions of Topic 480 that now are presented as pending content in the Codification, to a scope exception.

Those amendments do not have an accounting effect. For public business entities, the amendments in Part I of this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted for all entities, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The Company is currently reviewing the impact of adoption of ASU 2017-11on its unaudited condensed consolidated financial statements.

There are various other updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's financial position, results of operations or cash flows.

NOTE 3 - GOING CONCERN AND MANAGEMENT'S LIQUIDITY PLANS

The accompanying unaudited condensed consolidated financial statements have been prepared on a basis that assumes the Company will continue as a going concern. As of June 30, 2017, the Company has a deficit of $19,561,236 applicable to controlling interest compared with deficit of $19,337,016 applicable to controlling interest for the year ended March 31, 2017, and has incurred significant operating losses and negative cash flows. For the three months ended June 30, 2017, the Company sustained a net loss attributable to the Company of $224,220 compared to a net loss of $171,499 for the three months ended June 30, 2016.

The Company's primary source of operating funds has been cash proceeds from related party loans. The Company intends to raise additional capital through private placements of debt and equity securities, but there can be no assurance that these funds will be available on terms acceptable to the Company, or will be sufficient to enable the Company to fully complete its development activities or sustain operations. If the Company is unable to raise sufficient additional funds, it will have to develop and implement a plan to further extend payables, reduce overhead, or scale back its current business plan until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful.

Accordingly, the accompanying unaudited consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which contemplate continuation of the Company as a going concern and the realization of assets and satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the financial statements do not necessarily purport to represent realizable or settlement values. The unaudited condensed consolidated financial statements do not include any adjustment that might result from the outcome of this uncertainty.

NOTE 4 — PROPERTY AND EQUIPMENT

Property and equipment as of June 30, 2017 and March 31, 2017 summarized as follows:

	June 30, 2017	March 31, 2017
Furniture and equipment	$ 15,471	$ 14,125
IT and other equipment	28,880	26,367
	44,351	40,492
Less accumulated depreciation	(9,185)	(7,556)
	$ 35,166	$ 32,936

Property and equipment are recorded on the basis of cost. For financial statement purposes, property, plant and equipment are depreciated using the straight-line method over their estimated useful lives.

Expenditures for repair and maintenance which do not materially extend the useful lives of property and equipment are charged to operations. When property or equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts with the resulting gain or loss reflected in operations. Management periodically reviews the carrying value of its property and equipment for impairment in accordance with the guidance for impairment of long lived assets.

During the three months ended June 30, 2017 and 2016, the Company charged to operations depreciation expense of $864 and $987, respectively.

NOTE 5 - NOTES PAYABLE

On March 2, 2010, the Company issued an unsecured Senior Promissory Note ("Note") for 470,000 Euros ($536,867 at June 30, 2017) initially due on December 31, 2010 including interest at 7.5% per annum. Upon default by the Company on January 1, 2011, the interest rate of 15% per annum applies. The Note has not been paid by the Company. As of June 30, 2017 and March 31, 2017, accrued interest on this note was $928,721 and $875,748 respectively. During three months ended June 30, 2017 and 2016, the Company recognized a loss of $34,832 and gain of $11,821 respectively, on foreign currency translation due to the change in exchange rates between the Euro and the USD.

On November 14, 2012, CRG Finance AG (“CRG”) filed a complaint in the District Court for Southern District of New York for allegedly beaching a promissory note. However, the Company’s contention is that the promissory note was satisfied by a third party, Rudana Investment Group AG.

On January 17, 2013, the Company filed a motion to compel arbitration and on May 23, 2013, the Court granted the Company’s Motion to Compel and ordered that CRG file its claims as a AAA arbitration. On June 5, 2013, CRG filed its statement of claim with the AAA in the International Center for Disputed Resolution division. The Company filed its statement answer on July 8, 2013. The Company denies the allegations in the complaint and claims it is without merit. In defense of the action, the Company’s counsel vigorously sought documents from Rudana in an effort to establish the Company’s defense. However, due to the fact that Rudana was in the midst of a bankruptcy action in the Swiss Bankruptcy Court, the Company’s counsel sought an order from the AAA Arbitrator authorizing the Swiss Bankruptcy Court to provide documents establishing Rudana’s satisfaction of the debt. On or about December 13, 2013, the AAA Arbitrator entered such an order and the Company’s counsel requested the documents. However, after the Company’s counsel made several requests to postpone the arbitration to allow time to receive the requested documents, the Company was not able to obtain the necessary documents from the Swiss Bankruptcy Court.

The Final Hearing in the AAA arbitration took place on February 27, 2014, wherein the Company was not able to establish its defense due to the lack of evidence from Rudana. The AAA Arbitrator entered an award of Euro 470,000 plus interest at the annual rate of 7.5% against the Company. As of March 31, 2014, the total award against the Company is Euro 728,241 ($1,012,401). On or about April 4, 2014, in an effort to perfect this award against the Company, CRG filed a petition with the Southern District of New York seeking to confirm the award. In addition, the Company accrued total of $56,835 as reimbursement of attorney fees and cost incurred by CRG and $15,500 as administrative fees and compensation to the Arbitrator. On July 8, 2014, a judgment has been entered against 3Power in the Southern District of New York in the amount of $1,086,186. That judgment remains unpaid.

NOTE 6 - COMMON STOCK

The Company is authorized to issue 300,000,000 shares of $0.0001 par value common stock. As of June 30, 2017 and March 31, 2017, 274,295,110 shares were issued and outstanding.

NOTE 7 - RELATED PARTY TRANSACTIONS

The Company's current and former officers and stockholders have advanced funds on a non-interest bearing basis to the Company for travel related and working capital purposes. The Company has not entered into any agreement on the repayment terms for these advances. As of June 30, 2017 and March 31, 2017, there were $767,177 and $605,989 advances outstanding, respectively.

As of June 30, 2017 and March 31, 2017, the Company owed approximately £117,918 ($153,313) and £117,918 ($147,239), respectively, to Seawind Marine Limited, a company controlled by the former directors, Mr. T P G Adams and Mr. J R Wilson.

As of June 30, 2017 and March 31, 2017, the Company owed approximately £177,548 ($230,843) and £177,548 ($221,697), respectively to Seawind International Limited, a company controlled by the former directors, Mr. T P G Adams and Mr. J R Wilson.

As of June 30, 2017 and March 31, 2017, the Company owed approximately £88,753 ($115,394) and £88,753 ($110,822), respectively to Power Products Ltd (Enerserve Limited f/k/a), a company under the control of Mr. T P G Adams and Mr. J R Wilson, former directors of the Company.

As of June 30, 2017 and March 31, 2017, the company owed Mr. J R Wilson (ex-Director) £1,144 ($1,487) and £1,144 ($1,428), respectively.

During the three months ended June 30, 2017 and 2016, the Company charged to operation $45,000 and $45,000 as salary to Board members, respectively.

NOTE 8 — NON CONTROLLING INTEREST

The Company has a 50% interest in American Seawind Energy LLC, a company registered in the State of Texas, United States of America and as of June 30, 2017, 75% interest in Shala Energy sh.pk, a Company registered in the Republic of Albania. American Seawind Energy LLC was inactive as of June 30, 2017.

A reconciliation of the non-controlling loss attributable to the Company:

Net loss Attributable to the Company and transfers (to) from non-controlling interest for the three months ended June 30, 2017:

	American Seawind Energy LLC	Shala Energy sh pk
Net loss	$ -	$ 45,113
Average Non-controlling interest percentage	50.0%	25.0%
Net loss attributable to the non-controlling interest	$ -	$ 11,278

Net loss Attributable to the Company and transfers (to) from non-controlling interest for the three months ended June 30, 2016:

	American Seawind Energy LLC	Shala Energy sh pk
Net loss	$ -	$ 52,404
Average Non-controlling interest percentage	50.0%	25.0%
Net loss attributable to the non-controlling interest	$ -	$ 13,101

The following table summarizes the changes in Non-controlling Interest from April 1, 2016 through June 30, 2017:

	American Seawind Energy LLC	Shala Energy sh pk	Total
Balance, April 1, 2016	$ 608	$ (284,416)	$ (283,808)
Net loss attributable to the non-controlling interest	-	(49,036)	(49,036)
Balance, March 31, 2017	608	(333,452)	(332,844)
Net loss attributable to the non-controlling interest	-	(11,278)	(11,278)
Balance, June 30, 2017	$ 608	$ (344,730)	$ (344,122)

NOTE 9 — COMMITMENTS AND CONTINGENCIES

Wuersch Settlement

In November 2011, the Company entered into a Settlement Agreement (the “Wuersch Agreement”) with Wuersch & Gering LLP (“Wuersch”). The Wuersch Agreement provided that Wuersch will accept a cash payment of $50,000, payable in five equal installments, and 2,000,000 options to purchase shares of our common stock at $0.54 per share as full satisfaction of debt obligations to Wuersch of $518,359. The five cash payment installments of $10,000 were due on the 15th calendar day of each month beginning November 15, 2011 and ending on March 15, 2012. Two installment payments were made to Wuersch. The total outstanding balance as of June 30, 2017 and March 31, 2017 is $504,518.

Hellenic Settlement

On November 15, 2011, the Company entered into a Settlement Agreement (the “Hellenic Agreement”) with Hellenic Technologies (“Hellenic”). The Hellenic Agreement provided that Hellenic will accept cash payments of $70,000, payable in five equal installments, and 1,260,000 shares of common stock as full satisfaction of debt obligations to Hellenic of $700,000. The five cash payment installments of $14,000 were due beginning November 14, 2011 and continuing on the 15th calendar day of each month thereafter until paid in full. Two installments were paid as of March 31, 2012. The Company has also issued 1,260,000 of Common stock valued at $630,000 during the year ended March 31, 2012. The outstanding balance as of June 30, 2017 and March 31, 2017 is $28,000.

Litigation

The Company is subject to certain legal proceedings and claims, which arise in the ordinary course of its business. Although occasional adverse decisions or settlements may occur, the Company believes that the final disposition of such matters should not have a material adverse effect on its financial position, results of operations or liquidity.

NOTE 10 — SUBSEQUENT EVENTS

The Company has evaluated subsequent events through, the date of unaudited condensed consolidated financial statements are available to be issued. There are no subsequent events.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto contained elsewhere in this Report. The following discussion and analysis contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ significantly from the results, expectations and plans discussed in these forward-looking statements.

Overview

We were incorporated in the State of Nevada on December 18, 2002, as ATM Financial Corp.

On May 13, 2011 the Company entered into a Stock Purchase Agreement (the "Stock Purchase Agreement") with Seawind Energy Limited ("Seawind Energy") and its subsidiary Seawind Services Limited ("Seawind services"), pursuant to which the Company acquired 100% of the issued and outstanding common stock of Seawind Energy, in exchange for the issuance of 40,000,000 restricted shares of the Company's common stock (such transaction as "Seawind Acquisition"). The acquisition was accounted for as a reverse merger and, accordingly, the Company is the legal survivor and Seawind Energy is the accounting survivor.

For accounting purposes, Seawind Energy was the surviving entity. The transaction was accounted for as a recapitalization of Seawind Energy pursuant to which Seawind Energy was treated as the surviving and continuing entity. The Company did not recognize goodwill or any intangible assets in connection with this transaction. Accordingly, the Company's historical financial statements are those of Seawind Energy immediately following the consummation of the reverse merger.

In anticipation of the closing of the Stock Purchase Agreement, on March 30, 2011 the Company changed its name to 3Power Energy Group Inc. and increased its authorized share capital to 300,000,000 shares. On July 4, 2011, Seawind Energy and Seawind Service changed their name to 3Power Energy Limited ("3Power Energy") and 3Power Project Service Limited ("3Power Service"), respectively. Both 3Power Energy and 3Power Service were been dissolved as of June 30, 2017.

The Business

The principle planned business of the Company is to sell electricity generated by solar, wind, hydro, biomass and other renewable energy resources and to develop, build and operate power plants based on these technologies. The core approach of the Company's planned business is to deliver energy in markets where there is an inherent energy gap between supply and demand or where there exists long term, stable, government backed financial support for the development of renewable energy. The strategic plan of the Company is to develop power plants and sell electricity in mature and emerging international energy markets at secure rates with the highest potential margins for return on investment.

Acquisition of Shala Energy sh .p .k:

On June 5, 2012, the Company and Shala Energy sh.p.k ("Shala") executed a master acquisition agreement (the "Acquisition Agreement") whereby Shala agreed to transfer and the Company agreed to acquire 75% of the equity of Shala. Under the Acquisition Agreement (the "Acquisition"), the closing of the acquisition was subject to the Company's completion and satisfaction of the due diligence on Shala and Shala's partners with respect to their shares in Shala and upon the Company's payment of the first year premium for the insurance bond premium issued in favor of the Ministry of Economy, Trade and Energy of Republic of Albania in replacement of the then existing bank guarantee issued in favor of Ministry of Economy, Trade and Energy of Republic of Albania for the Shala River Concession Agreement, in the amount of 7,230,315 Euro (the "Required Insurance Bond Premium"). Shala is a firm specializing in developing hydro-electric projects, owning and operating sustainable energy projects in the hydro, wind and solar power sectors in Albania.

On August 10, 2012, after the conclusion of the due diligence efforts, the Company made the first year payment of required Insurance Bond Premium in the amount of 164,851 Euro ($211,972), and as such the Acquisition closed. The Acquisition resulted in the Company acquiring 75% of the interest in a hydro-electrical project of a total installed power of 127.6 MW of Shala River in Albania. The Shala River project finalization is in process with the Ministry of Albania.

In connection the acquisition of Shala, the Company is obligated for an aggregate of 4% of the total project costs as facilitator fees in either cash or the Company's common stock to Capital Trust Holding AG, as advisor for the Shala acquisition transaction. During the year ended March 31, 2013, the Company accrued $600,000 due to the facilitator fees for feasibility studies in process and recorded as expenses. In December 2013, the Company issued to Capital Trust Holding AG and its affiliates, 15,000,000 shares of its common stock, valued at $0.04 per share in settlement of the facilitator fees for feasibility studies.

During the year ended March 31, 2016, Shala began operations, acquiring assets and incurring costs. As such, this activity is including in our consolidated balance sheet and statement of operations for the current period.

Current Focus

During the current fiscal year, Shala has continued to develop hydro power and solar plant concessions in the Republic of Albania.

In February 2017 the Albanian Government passed a further law enhancing the national consumption of renewable energy by 8% to 38% of nationally consumed electricity. Albania's rivers are a national natural resource which potentially can provide a capacity of 4,000 MW of which currently only approximately 600 MW are being utilised.

Albania's Mediterranean climate also provides the perfect environment for Solar PV produced energy.

Shala, through its operating office in Tirana, Albania, has developed concession opportunities of approximately 300 MW hydroelectric and 50 MW of Solar PV plants. Of these concessions approximately 100 MW are construction (shovel) ready but no construction has yet commenced. We estimate but cannot guarantee that construction will commence by late 2017. A further 100 MW are awaiting final construction permits and the remaining capacity is currently in the planning and permission application phase.

Shala is in on-going negotiations with international EPC and O&M providers on the basis of a "design, finance, build and operate" model.

Shala continues to be financially supported by its shareholders, but infrastructure and construction development phase will require substantial additional equity and senior debt. There is no assurance that such financing will be available and if it is not, that would have an adverse effect on the Company's ability to move into the construction phase.

Results of Operations for the Three Months Ended June 30, 2017 And 2016

We had no revenues from operations for the three months ended June 30, 2017 and 2016.

We incurred operating expenses of $147,560 for the three months ended June 30, 2017 compared to $150,629 for the three months ended June 30, 2016. The decrease is due to less consulting fees, travel and other cost in the current period as compared to prior year in addition to depreciation expense of $864 incurred with our majority owned subsidiary Shala Energy as compared to $987 for the same period last year.

Our interest expense was $53,106 for the three months ended June 30, 2017 as compared to $45,792 for the same period in 2016. The increase of $7,314 or due primarily to compounding of interest associated with note obligations. Additionally, we recognized a foreign currency transaction loss of $34,832 during the three months ended June 30, 2017 as compared to $11,821 gain for the same period, last year.

Liquidity and Capital Resources

Our total cash and cash equivalents as of June 30, 2017 was $4,581 compared to the total cash and cash equivalents of $19,495 as of March 31, 2017.

As of June 30, 2017, our total current assets were $15,685 compared to total current assets $30,230 as of March 31, 2017 and the total current liabilities were $7,264,926 as of June 30, 2017 compared to $6,927,821 as of March 31, 2017. The increase in current liabilities was primarily due to increase of $161,188 in related party debt and increase in accounts payable and accrued expenses of $141,085.

Net cash used in operating activities was $15,784 for the three months ended June 30, 2017 compared to net cash provided by operating activities of $4,276 for the three months ended June 30, 2016. The cash flow used in operating activities consists of $235,498 net loss, with payments on the Company's behalf by related party of $106,783, depreciation of $864, foreign currency transaction loss of $34,832, increase in accounts payable and accrued expenses of $24,262 and an increase in accrued interest of $52,973.

Net cash used in investing activities was $-0- for the three months ended June 30, 2017 and 2016.

Net cash provided by financing activities was $-0- for the three months ended June 30, 2017 and 2016.

Our pre-operational activities to date have consumed substantial amounts of cash. Our negative cash flow from operations is expected to continue and accelerate in the foreseeable future as the Company invests in capital expenditures to commence operations.

We will need to raise additional capital to implement our business plan and continue operations for any length of time. We are seeking alternative sources of financing, through private placement of securities and loans from our shareholders in order for us to maintain our operations. We cannot guarantee that we will be successful in raising additional cash resources for our operations.

The independent registered public accounting firm's report on our March 31, 2017 consolidated financial statements included in our Form 10-K states that our difficulty in generating sufficient cash flow to meet our obligations and sustain operations raise substantial doubts about our ability to continue as a going concern. The unaudited condensed consolidated financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. In consultation with our Board of Directors, we have identified several accounting principles that we believe are key to the understanding of our financial statements. These important accounting policies require management's most difficult, subjective judgments.

Comprehensive Income (Loss)

The Company applies Accounting Standards Codification subtopic 220-10, Comprehensive Income ("ASC 220-10"). ASC 220-10 establishes standards for the reporting and displaying of comprehensive income and its components. Comprehensive income is defined as the change in equity of a business during a period from transactions and other events and circumstances from non-owners sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners.

Foreign Currency Translation and Transactions

The accompanying unaudited condensed consolidated financial statements are presented in U.S. dollars ("USD"). The functional currency of our subsidiaries is British pounds ("GBP") and Albania Lek ("LEK"). The financial statements of subsidiaries are translated into USD in accordance with the Codification ASC 830, "Foreign Currency Matters". All assets and liabilities were translated at the current exchange rate, at respective balance sheet dates, shareholders' equity is translated at the historical rates and income statement items are translated at the average exchange rate for the reporting periods. The resulting translation adjustments are reported as other comprehensive income and accumulated other comprehensive income in shareholders' equity in accordance with the Codification ASC 220, "Comprehensive Income."

Transaction gains and losses that arise from exchange rate fluctuations from transactions denominated in a currency other than the functional currency are translated into GBP or LEK, as applicable at the rate on the date of the transaction and included in the results of operations as incurred.

Income taxes

Income tax provisions or benefits for interim periods are computed based on the Company's estimated annual effective tax rate. Based on the Company's historical losses and its expectation of continuation of losses for the foreseeable future, the Company has determined that it is not more likely than not that deferred tax assets will be realized and, accordingly, has provided a full valuation allowance. As the Company anticipates or anticipated that its net deferred tax assets at June 30, 2017 and March 31, 2017 would be fully offset by a valuation allowance, there is no federal or state income tax benefit for the three months ended June 30, 2017 and 2016 related to losses incurred during such periods.

The Company recognizes a tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. As of June 30, 2017 and March 31, 2017, the Company has not recorded any unrecognized tax benefits.

Off Balance Sheet Transactions

We do not have any off-balance sheet transactions.

Recently Issued Accounting Pronouncements

In July 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-11, Earnings Per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480), Derivatives and Hedging (Topic 815). The amendments in Part I of this Update change the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features. When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock. The amendments also clarify existing disclosure requirements for equity-classified instruments. As a result, a freestanding equity-linked financial instrument (or embedded conversion option) no longer would be accounted for as a derivative liability at fair value as a result of the existence of a down round feature. For freestanding equity classified financial instruments, the amendments require entities that present earnings per share (EPS) in accordance with Topic 260 to recognize the effect of the down round feature when it is triggered. That effect is treated as a dividend and as a reduction of income available to common shareholders in basic EPS. Convertible instruments with embedded conversion options that have down round features are now subject to the specialized guidance for contingent beneficial conversion features (in Subtopic 470-20, Debt—Debt with Conversion and Other Options), including related EPS guidance (in Topic 260). The amendments in Part II of this Update recharacterize the indefinite deferral of certain provisions of Topic 480 that now are presented as pending content in the Codification, to a scope exception.

Those amendments do not have an accounting effect. For public business entities, the amendments in Part I of this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted for all entities, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The Company is currently reviewing the impact of adoption of ASU 2017-11on its financial statements.

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on our unaudited condensed consolidated financial position, results of operations or cash flows.

Inflation

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could adversely affect our business, financial condition and results of operations.

Disclosure of Contractual Obligations

The Company does not have any significant contractual obligations which could negatively impact our results of operations and financial condition.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Smaller reporting companies are not required to provide the information required by this item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As required under Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of June 30, 2017. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of June 30, 2017 were not effective, for the same reasons as previously disclosed under Item 9A. "Controls and Procedures" in our Annual Report on Form 10-K for our fiscal year ended March 31, 2017.

Changes in Internal Controls over Financial Reporting

There have been no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) and 15d-(f) of the Exchange Act) that occurred during the our last fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

On November 14, 2012, CRG Finance AG ("CRG") filed a complaint in the District Court for Southern District of New York for allegedly beaching a promissory note (See Note 5 above).

On January 17, 2013, the Company filed a motion to compel arbitration and on May 23, 2013, the Court granted the Company's Motion to Compel and ordered that CRG file its claims as AAA arbitration.

The Final Hearing in the AAA arbitration took place on February 27, 2014, wherein the Company was not able to establish its defense due to the lack of evidence from Rudana. The AAA Arbitrator entered an award of Euro 470,000 plus interest at the annual rate of 7.5% against the Company. As of March 31, 2014, the total award against the Company is Euro 728,241 ($816,795). On or about April 4, 2014, in an effort to perfect this award against the Company, CRG filed a petition with the Southern District of New York seeking to confirm the award. In addition, the Company accrued total of $56,835 as reimbursement of attorney fees and cost incurred by CRG and $15,500 as administrative fees and compensation to the Arbitrator.

On July 8, 2014, a judgment has been entered against 3Power in the Southern District of New York in the amount of $1,086,186. That judgment remains unpaid.

Item 1A. Risk Factors

Smaller reporting companies are not required to provide the information required by this item.

Item 2. Unregistered Sales of Equity Securities And Use Of Proceeds

None

Item 3. Defaults Upon Senior Securities

The information regarding CRG Finance contained under Item 1 of Part II above is incorporated herein by reference in response to this item.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits.

(a) Exhibits

Exhibit Number	Description
31.1*	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1+	Certification of Principal Executive officer and Principal Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document.

* Filed herewith.
+ In accordance with the SEC Release 33-8238, deemed being furnished and not filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

3POWER ENERGY GROUP, INC.

Dated: August 21, 2017

By: /s/ Sharif Rahman

Name: Sharif Rahman

Title: Chief Executive Officer and Chief Financial Officer (Principal Executive Officer, Principal Financial and Chief Accounting Officer)

Exhibit 31.1

CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER,
AND PRINCIPAL FINANCIAL AND CHIEF ACCOUNTING OFFICER
PURSUANT TO EXCHANGE ACT RULE 13a-14(a) OR 15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Sharif Rahman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of 3POWER ENERGY GROUP, INC.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a- 15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the liability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 21, 2017

/s/ Sharif Rahman
Sharif Rahman
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer, Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION

PRINCIPAL EXECUTIVE OFFICER, AND PRINCIPAL FINANCIAL AND CHIEF ACCOUNTING OFFICER PURSUANT TO 18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Sharif Rahman, Chief Executive Officer and Chief Financial Officer of 3POWER ENERGY GROUP, INC. (the Company") hereby certify, that, to my knowledge:

1. The Form 10-Q for the quarter ended June 30, 2017 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 21, 2017

/s/ Sharif Rahman

Sharif Rahman
Chief Executive Officer and Chief Financial Officer
(Principal Executive Officer, Principal Financial and Accounting Officer)